

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-11-0419-2938

ELECTIONS: 900002

(hereinafter "Subject Drilling Unit")

TAILED Exhibit B

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992 at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirements of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on August 26, 2011, and recorded in Deed Book 490, Page 294 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on September 22, 2011, (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 *et seq.*, Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Range Resources-Pine Mountain, Inc., (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;

- (b) The Designated Operator filed its affidavit of mailing dated October 11, 2011, disclosing that it mailed a copy of the Board's Order to the Respondents;
 - (c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated March 20, 2012, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election(s) made, if any; and (iii) whether, by reason of failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, P.O. Box 3860, Kingsport, TN 37664; Tel: (423) 246-3700; Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated July 18, 2006. The Affidavit of Elections indicates that the escrow of funds **is not** required with regard to 900002.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at Paragraph 2 above, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Supplemental Order stating that a true and correct copy of this

Supplemental Order was mailed within seven (7) days from the date of receipt of this Supplemental Order to each Respondent whose address is known.

5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED**.
6. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 2 day of April, 2012,
by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 2nd day of April, 2012,
by the Order of this Board.

Rick Cooper
Rick Cooper
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 2 day of April, 2012,
personally before me a notary public in and for the Commonwealth of Virginia,
appeared Bradley C. Lambert, being duly sworn did depose and say that he is
Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being
duly sworn did depose and say that he is Principal Executive to the Staff of the
Virginia Gas and Oil Board, that they executed the same and were authorized to
do so.

Diane J. Davis
Diane J. Davis, Notary
174394

My commission expires: 9/30/13



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Range Resources-Pine Mountain, Inc, for the Forced Pooling of Interests in 900002, Docket No. VGOB-11-0419-2938 in the Sandlick District, Haysi Quadrangle, Dickenson County, Virginia.

AFFIDAVIT OF MCKINNIS & SCOTT, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on August 26, 2011, by the Virginia Gas and Oil Board regarding the captioned conventional gas unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed and recorded copy of the Order referred to at Paragraph 2, above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent, if known and locatable, named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests have been pooled have made a written election, in a timely fashion, as required by the captioned Order;

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that said procedures were followed to identify the elections, if any, made with regard to Subject Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

None

6. That the interest and/or claims of the following persons or entities (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, as unknown or unlocatable:

None

7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

None

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

None

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated August 16, 2011:

See Exhibit B-3

10. The Designated Operator requests that the following persons be dismissed as Respondents:

None

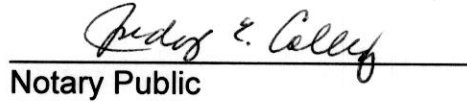
That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to

be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent **is not** required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

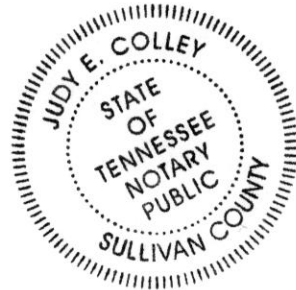
Dated at Kingsport, Tennessee, this 20th day of March, 2012.


Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for Range Resources-Pine Mountain, Inc., a corporation, on behalf of the corporation, this 20th day of March, 2012.


Notary Public

My commission expires: 11-20-2013



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Exhibit "B"
900002

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax ID # - 20118	Owner	75.92000000	85.55000000
2	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax ID # - 20139	Owner	11.08000000	12.48000000
3	Carl & Cheryl Mullins P.O. Box 100 Breaks, VA 24607 Tax ID # - 7458	Unleased	1.24000000	1.40000000
4	Tax ID # - Minerals Only		5.24000000	5.91000000
	Shawn Mullins 423 Dry Creek Road Dry Creek, WV 25062	Leased		
	Larry Mullins Rt. 1 Box 103B Haysi, VA 24256	Leased		
	Glenda Mullins PO Box 766 Whittier, NC 28789	Leased		
	Kathy Turner Rt. 1 Box 105-F Haysi, VA 24256	Leased		
	Lexie Hay 6949 Saint Croix Lane Knoxville, TN 37918	Leased		
	Dennis Keith Burchett 35225 Hazel St Saint Helens, OR 97051-2927	Leased		
	Amber L. Villanueva 1960 Center St NE Apt. B Salem, OR 97301-4383	Leased		
	Barry Rean Burchette 686 Lone Oak Drive Pegram, TN 37143	Leased		

Martha Jane Conwell 13470 Dixie Highway - Apt B4 Holly, MI 48442	Leased
Cassie Oquinn PO Box 22 Haysi, VA 24256	Leased
Donnie Gene Mullins Route 2 Box 83 Haysi, VA 24256	Leased
Starlette Davis Route 2 Box 548-A Haysi, VA 24256	Leased
Leonard Mullins PO Box 360 Swords Creek, VA 24649	Leased
Daniel C Mullins PO Box 360 Swords Creek, VA 24649	Leased
Judy L Osborne 1663 Spring Village Lane Mansville, OH 44906	Leased
Rodney W Mullins 312 N Market St Galion, OH 44833-1922	Leased
Melissa Jean Burchette 31150 Avenue F Big Pine Key, FL 33043	Leased
Jerlene Roberta Baker Mullins 14009 Vintage View Abingdon, VA 24210	Leased
Paul Stanley PO Box 687 Haysi, VA 24256	Leased
Gene L Stanley PO Box 382 Castlewood, VA 24224	Leased
Donnie K Stanley 1395 Rock Lick Road Birchleaf, VA 24220	Leased
Dennis Wayne Stanley 1310 Buena Vista Blvd Panama City, FL 32401	Leased
Dean Stanley PO Box 564 Haysi, VA 24256	Leased

Carolyn Sue Haynes Sanders 5317 Elkhorn Creek Road Elkhorn City, KY 41522	Leased
Curtis Ray Mullins Jr 9132 Caleb Drive Mechanicsville, VA 23116	Leased
Lorraine M. Moore 7214 Harbor Hill Drive Mechanicsville, VA 23111-5252	Leased
Brenda S Bostic PO Box 475 Richmond, VA 24641	Leased
Gregory L Baker 7526 Hudgins Road Richmond, VA 23228	Leased
Barbara M Wolowic 7526 Audgins Road Richmond, VA 23228	Leased
Sandra Kay Stanley 90 Skyline Street Christiansburg, VA 24703	Leased
Roy Stanley PO Box 1041 Castlewood, VA 24224	Leased
Ronnie Stanley 7108 Guest River Road Norton, VA 24273	Leased
Gladys M. Powers 404 Farmers Lane Vinton, VA 24179	Leased
Shelby Jean Moore Route 3 Box 264 Clintwood, VA 24228	Leased
Beula M. Campbell P.O. Box 1681 Abingdon, VA 24212-1681	Leased
Billy Willis 6259 31st Rd Udall, KS 67146	Leased
Lorean Wright 1108 Florida Ave Bristol, TN 37620	Leased
Roger Mullins 116 Bildell Drive Haysi, VA 24256	Leased

Roy B & Nina L. Barrett 1124 Weaver Pike Bristol, TN 37620	Leased		
Connie Counts P.O. Box 481 Haysi, VA 24256	Leased		
Don Rita Baughan 3 Linden Avenue Luray, VA 22835	Leased		
Roger Wright 1344 Baron Place Front Royal, VA 22630	Leased		
Bonnie Kearney 6 Walnut Lane S Barrington, IL 60010	Leased		
Ritchie Wayne Rose P.O. Box 204, 861 Oakdale Street Appalachia, VA 24216	Leased		
Dana Mullins 215 Glenn Ave Beckley, WV 25801-4109	Leased		
Cline Sluss Rt. 3 Box 397 Clintwood, VA 24228	Leased		
Nora Mullins Route 3 Box 391 Clintwood, VA 24228	Leased		
Irene Smith 270 Crockett Drive Chruch Hill, TN 37642	Leased		
Trula Mullins 6262 The Lake Road Clintwood, VA 24228	Leased		
5 Tax ID # - Minerals Only		6.50000000	7.33000000
Jerry M and Katie Lyall HC 88 Box 192 Baisden, WV 25608	Leased		
Jan Berry and Diana Lyall 124 Poplar Drive Morgantown, WV 26505	Leased		
Jacqueline Lyall and Robert Bobbero Box 129 Gilbert, WV 25621	Leased		

6 Tax ID # - Minerals Only

0.02000000 0.02000000

Evalay Wallace Leased
6953 Big Ridge Rd
Haysi, VA 24256

Carlie Gene Mullins Leased
8985 The Lake Rd
Clintwood, VA 24228

TOTAL GAS ESTATE

100.00000000 112.69000000

Percentage of Unit Leased 98.76000000
Percentage of Unit Unleased 1.24000000

Acreage in Unit Leased 111.29000000
Acreage in Unit Unleased 1.40000000

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**Exhibit "B-3" - Unleased Owners
900002**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
	Gas Estate Only			
3	Carl & Cheryl Mullins P.O. Box 100 Breaks, VA 24607 Tax ID # - 7458	Unleased	1.24000000	1.40000000
	TOTAL GAS ESTATE		1.24000000	1.40000000

BK 496 PG 416

Exhibit "E" - Escrow Owners
900002

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
5	NONE			
TOTAL GAS ESTATE			0.00000000	0.00000000

INSTRUMENT #120000528
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
APRIL 24, 2012 AT 11:38AM

RICHARD W. EDWARDS, CLERK
RECORDED BY: CJF

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